

Driscoll Sharon Ruth  
Form 4  
August 14, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Driscoll Sharon Ruth

2. Issuer Name and Ticker or Trading Symbol  
RITCHIE BROS AUCTIONEERS INC [RBA]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Financial Officer

(Last) (First) (Middle)  
C/O RITCHIE BROS.  
AUCTIONEERS INC., 9500  
GLENLYON PARKWAY  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/11/2018

BURNABY, A1 V5J 0C6  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 4. Securities Acquired (A) or Disposed of (D) |   |        |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |                         |
|---------------------------------|--------------------------------------|--|---|---|--------|-------|---|--|-----------------------------------|-------------------------|
|                                 |                                      |  | Code  | V | Amount | Price |   |  |                                   |                         |
| Common Shares                   | 08/11/2018                           |  | M   |   | 912    | A     | 0.11  | 912  | D                                 |                         |
| Common Shares                   | 08/11/2018                           |  | M   |   | 62     | A     | 0.11  | 974  | D                                 |                         |
| Common Shares                   | 08/11/2018                           |  | D   |   | 974    | D     | \$ 33.9   | 0  | D                                 |                         |
| Common Shares                   |                                      |  |   |   |        |       |   | 2,466 (2)  | I                                 | Employee Stock Purchase |

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|               |       |   | Plan           |
|---------------|-------|---|----------------|
| Common Shares | 1,375 | I | Held by spouse |
| Common Shares | 9,006 | D |                |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| 2015 RSU                                   | <u>(1)</u>   | 08/11/2018                           |  | M                              | 912   | <u>(1)</u> <u>(1)</u>                                    | Common Shares   | 912      \$ 0                              |
| 2015 DER RSU                               | <u>(1)</u>   | 08/11/2018                           |  | M                              | 62  | <u>(1)</u> <u>(1)</u>                                    | Common Shares   | 62      \$ 0                               |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Driscoll Sharon Ruth<br>C/O RITCHIE BROS. AUCTIONEERS INC.<br>9500 GLENLYON PARKWAY<br>BURNABY, A1 V5J 0C6 |               |           | Chief Financial Officer |       |

## Signatures

/s/ Maria Teresa Punsalan as attorney-in-fact for Sharon Ruth  
Driscoll

08/14/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Each RSU and dividend equivalent right ("DER") represented a contingent right to receive the economic equivalent of one RBA common share. The RSUs and DERs vested on 8/11/2018. As determined by the Compensation Committee, the cash value of the common shares underlying the vested RSUs and DERs (determined in accordance with the RBA Restricted Share Unit Plan) will be paid to the reporting person, net of applicable tax, as soon as practicable following the date in which the RSUs and DERs vested.

(2) Includes all Employee Stock Purchase Plan purchases through August 11, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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